

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

SECURITIES AND EXCHANGE COMMISSION,	§	
	§	
Plaintiff,	§	
	§	
v.	§	
	§	
ALAN TODD MAY and	§	
PROSPER OIL & GAS, INC. a/k/a	§	Civil Action No.:
PROSPER ENERGY, INC.	§	No.: 3:10-CV-0425-L
	§	
	§	
	§	
Defendants.	§	
	§	

**STIPULATION FOR ORDER OF DISMISSAL
WITH PREJUDICE AS TO DEFENDANTS ALAN TODD MAY
AND PROSPER OIL & GAS, INC. a/k/a PROSPER ENERGY, INC.**

Pursuant to Federal Rule of Civil Procedure Rule 41(a)(2), Plaintiff Securities and Exchange Commission (the “Commission”) respectfully submits for consideration, and entry of an order approving same, the following Stipulation for Order of Dismissal With Prejudice as to Defendants Alan Todd May (“May”) and Prosper Oil & Gas, Inc. a/k/a Prosper Energy, Inc. (“Prosper”). Granting the relief the Commission seeks by this stipulation would result in the final adjudication of all remaining claims in this action, and conclude the case.

RECITALS

1. On March 2, 2010, the Commission filed a Complaint against May and Prosper in the United States District Court for the Northern District of Texas, Dallas Division, which was assigned Civil Action No. 3:10-CV-0425-L (the “Lawsuit”). In the Lawsuit, the Commission asserted claims against May and Prosper for running an oil-and-gas Ponzi scheme in Dallas, and

sought emergency relief along with permanent injunctions, disgorgement, prejudgment interest, and civil penalties. On March 3, 2010, the court granted the Commission's application for emergency relief, issued a TRO and asset freeze, and appointed a Receiver over May and Prosper.

2. After the Commission filed the Lawsuit, May pled guilty to criminal charges of mail fraud related to the Commission's claims. On February 29, 2012, May was sentenced to twenty years in prison, and he is currently incarcerated at the Federal Correctional Institution in Beaumont, Texas.

3. Prior to his sentencing, May consented to the entry of an agreed permanent injunction against him covering all the violations alleged in the Complaint, as did Prosper. The Court entered the agreed permanent injunctions on April 28, 2012. Only the Commission's monetary claims for disgorgement, prejudgment interest and civil penalties remain in the Lawsuit. The Commission seeks to dismiss these claims with this stipulation, and conclude the case.

4. On May 31, 2012, the Receiver filed his final report and closing petition, which the court approved by Order dated June 21, 2012. The Receiver recovered all of the assets of May and Prosper traceable to their fraud. On October 23, 2012, following the conclusion of the Receivership, the court in May's criminal case amended the criminal judgment against him to include a restitution order of \$5,132,480. This amount represents the total net loss to investors that the Commission would otherwise seek in a disgorgement award.

5. In view of the restitution order, the significant criminal sentence that May

received, and the recovery by the Receiver of all of defendants' assets, the Commission hereby elects to dismiss its claims for disgorgement, prejudgment interest and civil penalties from the Lawsuit with prejudice.

6. The Commission has conferred with Prosper through the Receiver, and the Receiver does not oppose the relief to which the Commission stipulates. The Commission has not conferred with May regarding this stipulation because of the time and potential expense of trying to do so, and because there is no real possibility that he would oppose the relief the Commission seeks (dismissal with prejudice of the Commission's remaining claims against him). Conferring with May would require counsel for the Commission to either attempt to correspond with him through the mail or travel to Beaumont, Texas where he is incarcerated, necessitating delay and/or a use of resources that the Commission hopes to avoid. If the Court finds that a conference is necessary, the Commission will confer with May.

STIPULATION

Based upon the foregoing, the Commission hereby stipulates to dismissal with prejudice of its remaining claims against May and Prosper, and requests that the Court enter an order approving same.

Dated: November 29, 2012

Respectfully submitted,

s/ Jason C. Rodgers

JASON C. RODGERS

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U.S. Securities and Exchange Commission

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CERTIFICATE OF CONFERENCE

On November 28, 2012, I conferred with Kelly Crawford, the Court-appointed Receiver for defendant Prosper Oil & Gas, Inc. a/k/a Prosper Energy, Inc. As set forth in paragraph 6 above, the Commission has not conferred with defendant Alan Todd May based on its view that, under the circumstances, a conference is unnecessary. If the Court believes it necessary for the Commission to confer with Mr. May regarding the substance of this stipulation, the Commission will do so.

s/ Jason C. Rodgers

Jason C. Rodgers

CERTIFICATE OF SERVICE

I certify that on November 29, 2012, I served the foregoing document to Alan Todd May via certified mail, return receipt requested, to:

Alan Todd May, Register # 14675-111
FCI Beaumont Medium
Federal Correctional Institution
P.O. Box 26040
Beaumont, TX 77720

I further certify that on November 29, 2012, I electronically filed the foregoing document with the Clerk of the Court of the United States District Court for the Northern District of Texas, Dallas Division, by using the CM/ECF system which will send a notice of electronic filing to all parties of interest participating in the CM/ECF system.

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s/ Jason C. Rodgers

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